

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
)	Jointly Administered
)	
Debtor.)	Objection Date: October 19, 2004 at 4:00 p.m.
)	Hearing: Scheduled if Necessary (Negative Notice)

**NOTICE OF FILING OF
SECOND MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP, COUNSEL TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos personal Injury Claimant; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

Swidler Berlin Shereff Friedman, LLP, counsel to David T. Austern, in his capacity as the Court-appointed legal representative for future asbestos claimant (the “FCR”), has filed and served its Second Monthly Application of Swidler Berlin Shereff Friedman, LLP for Compensation for Services Rendered and Reimbursement of Expenses as counsel to the FCR for the time period June 1, 2004 through June 30, 2004 seeking payment of fees in the amount of \$88,393.20 (80% of \$110,491.50) and reimbursement of expenses in the amount of \$15,846.02 (the “Application”) for a total of \$104,239.22.

This Application is submitted pursuant to this Court’s Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the “Administrative Order”).

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **October 19, 2004 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin Shereff Friedman, LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007; (ii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins,

Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

By: 

Roger Frankel, *pro hac vice admission pending*
Richard H. Wyron, *pro hac vice admission pending*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Counsel to David T. Austern,
As Future Claimants' Representative

Dated: September 28, 2004

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
)	Jointly Administered
)	
Debtor.)	Objection Date: October 19, 2004 at 4:00 p.m.
)	Hearing: Scheduled if Necessary (Negative Notice)

**COVER SHEET TO SECOND MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JUNE 1, 2004 THROUGH JUNE 30, 2004**

Name of Applicant: Swidler Berlin Shereff Friedman, LLP ("SBSF")

Authorized to Provide Professional Services to: David T. Austern, Future Claimants' Representative (the "FCR")

Date of Retention: SBSF Retention Order entered September 27, 2004

Period for which compensation is sought: June 1, 2004 through June 30, 2004

Amount of Compensation (100%) sought as actual, reasonable, and necessary: \$110,491.50

80% of fees to be paid: \$ 88,393.20¹

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$ 15,846.02

Total Fees @ 80% and Expenses: \$104,239.22

This is an: X interim X monthly final application.

¹ Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

This is SBSF's second interim fee application for the period June 1-30, 2004. SBSF is simultaneously filing its first interim fee application for the period May 1-31, 2004 in the amount of \$8,151.60 (80% of \$10,189.50) and no expenses.

COMPENSATION SUMMARY

JUNE 2004

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Monique Almy	Partner, 8 years in position; 17 years relevant experience; 1987, Bankruptcy	\$430.00	4.50	\$1,935.00
Roger Frankel	Partner, 21 years in position; 33 years relevant experience; 1971, Bankruptcy	\$605.00	56.90	\$34,424.50
Mark J. Plumer	Partner, 17 years in position; 17 years relevant experience; 1987, Insurance Litigation	\$520.00	2.90	\$1,508.00
Mary A. Wallace	Partner, 3 years in position; 15 years relevant experience; 1989, Corporate	\$420.00	13.00	\$5,460.00
Richard H. Wyron	Partner, 15 years in position; 25 years relevant experience; 1979, Bankruptcy	\$510.00	47.80	\$24,378.00
Matthew W. Cheney	Associate, 7 years in position; 7 years relevant experience; 1997, Bankruptcy	\$310.00	36.80	\$11,408.00
Debra L. Felder	Associate, 2 years in position; 2 years relevant experience; 2002, Bankruptcy	\$205.00	73.30	\$15,026.50
Mykhaylo A. Gryzlov	Associate, 3 years in position; 3 years relevant experience; 2001, Bankruptcy	\$230.00	1.70	\$391.00
Elise Scherr Frejka	Associate, 13 years in position; 13 years relevant experience; 1991, Bankruptcy	\$410.00	1.40	\$574.00
Scott J. Levitt	Associate, 9 years in position; 9 years relevant experience; 1995, Insurance Litigation	\$355.00	19.30	\$6,851.50

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Megan R. Wrathall	Legal Assistant	\$125.00	5.00	\$625.00
Debra O. Fullem	Senior Legal Assistant	\$175.00	45.20	\$7,910.00
Total			307.80	\$110,491.50

Total Fees: \$110,491.50
Total Hours: 307.80
Blended Rate: \$ 358.97

COMPENSATION BY PROJECT CATEGORY

JUNE 2004

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	8.00	\$2,962.50
Due Diligence	143.40	\$59,536.00
Retention of Professionals-Swidler	70.20	\$19,270.00
Retention of Professionals-Other	34.20	\$10,555.00
Insurance	28.10	\$9,529.00
Litigation	20.00	\$6,874.00
Compensation of Professionals-Swidler	.50	\$123.50
Travel Time (Nonworking)	1.00	\$605.00
FCR Retention Appeals	2.40	\$1,036.50
TOTAL	307.80	\$110,491.50

EXPENSE SUMMARY

JUNE 2004

<u>Expense Category</u>	<u>Total</u>
Photocopies	\$13,075.40 ²
Telephone	\$5.94
Postage	\$2,622.30
Travel/M meal Charges	\$110.38
Secretarial Services	\$32.00
TOTAL	\$15,846.02

² This amount represents the costs for photocopying and printing certain due diligence materials and service on parties of the applications to employ SBSF and the FCR.

The FCR was appointed effective May 24, 2004. Since his appointment, the FCR and his professionals have focused on due diligence with respect to the Debtors and events occurring in these cases over the previous three years, and on preparation for negotiations with the Debtors, the Committees and other parties in interest.

Respectfully submitted,

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

By: 

Roger Frankel, *pro hac vice admission pending*
Richard H. Wyron, *pro hac vice admission pending*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Counsel to David T. Austern,
As Future Claimants' Representative

Dated: September 28, 2004

VERIFICATION

DISTRICT OF COLUMBIA, TO WIT:

Roger Frankel, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant law firm Swidler Berlin Shereff Friedman, LLP ("SBSF") and have filed a motion to appear *pro hac vice* which is pending before this Court.

2. I have personally performed many of the legal services rendered by SBSF as counsel to David T. Austern as Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of SBSF as set forth in the attached invoices.

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.



ROGER FRANKEL

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 28 DAY OF SEPTEMBER, 2004



Notary Public

My commission expires: October 31, 2007

Katherine Ann Swall
Notary Public in and for
The District of Columbia

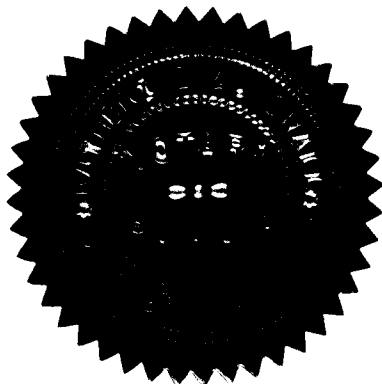


EXHIBIT A
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
INVOICES FOR THE TIME PERIOD
JUNE 1-30, 2004

WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0001

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270678

RE: Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/01/04	Matthew W. Cheney	Conference with R. Wyron re letter re D. Austern's retention.	0.20
06/01/04	Matthew W. Cheney	Draft letter re D. Austern's retention.	0.80
06/01/04	Matthew W. Cheney	Forward letter to R. Frankel for review.	0.10
06/06/04	Richard H. Wyron	Review draft 2014 statement for D. Austern and engagement letter.	0.40
06/07/04	Richard H. Wyron	Review draft of Austern Declaration.	0.40
06/07/04	Matthew W. Cheney	Draft declaration for D. Austern.	0.50
06/08/04	Matthew W. Cheney	Revise declaration for D. Austern.	0.30
06/09/04	Richard H. Wyron	Review final draft of Austern 2014 filing.	0.40
06/10/04	Roger L. Frankel	Review dockets (from several days).	0.30
06/11/04	Roger L. Frankel	Review, edit draft verified statement of D. Austern under Rule 2014.	0.40
06/14/04	Debra O. Fullem	Review statement of David Austern pursuant to Rule 2014 and coordinate filing with the Court by local counsel and service on parties from our office.	0.80

David Austern, FCR (for W.R. Grace & Co.)
07/31/04
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CLIENT: 25369
MATTER: .0001
INVOICE: 270678

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/14/04	Roger L. Frankel	Review dockets.	0.20
06/15/04	Roger L. Frankel	Review dockets, various entries.	0.30
06/15/04	Roger L. Frankel	Review with R. Wyron issues re Austern compensation, engagement.	0.30
06/17/04	Roger L. Frankel	Review dockets.	0.20
06/17/04	Debra O. Fullem	Organize filings in W.R. Grace bankruptcy case.	0.50
06/18/04	Matthew W. Cheney	Review docket and pleadings.	0.20
06/21/04	Debra O. Fullem	Review revised notice of corrected address and removal from service list from Richard Wyron and email to David Austern regarding same.	0.30
06/21/04	Richard H. Wyron	Review Service List issue with D. Austern.	0.10
06/21/04	Debra L. Felder	Telephone conference with R. Wyron re status report (.1); telephone conference with Judge Buckwalter's chambers re same (.2).	0.30
06/22/04	Debra L. Felder	Review docket.	0.30
06/25/04	Matthew W. Cheney	Review docket and pleadings.	0.20
06/28/04	Matthew W. Cheney	Review pleadings and docket.	0.20
06/29/04	Matthew W. Cheney	Review docket and pleadings.	0.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	1.70	\$1,028.50
Richard H. Wyron	\$510.00	1.30	\$663.00
Matthew W. Cheney	\$310.00	2.80	\$868.00
Debra L. Felder	\$205.00	0.60	\$123.00
Debra O. Fullem	\$175.00	1.60	\$280.00
TOTAL HOURS & FEES		8.00	\$2,962.50

David Austern, FCR (for W.R. Grace & Co.)
07/31/04
Page 3

CLIENT: 25369
MATTER: .0001
INVOICE: 270678

OTHER CHARGES	AMOUNT
Photocopy & Printing	5,313.75
Telephone	5.94
Postage	494.60
Secretarial Services	32.00
Printing	20.00
Meal Charges	110.38
TOTAL OTHER CHARGES	\$5,976.67

CURRENT INVOICE DUE.....\$8,939.17

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

TOTAL AMOUNT DUE.....\$8,939.17

FEDERAL IDENTIFICATION
NO. 13-2679676

WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0001

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270678

INVOICE SUMMARY

TOTAL FEES.....	\$2,962.50
TOTAL OTHER CHARGES	\$5,976.67
TOTAL AMOUNT DUE	\$8,939.17

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No.: 254070116
Account No.: 15076288

Please Note Our Reference and Invoice Numbers When Making Payment

FEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0004

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270679

RE: Due Diligence

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/01/04	Matthew W. Cheney	Review background materials re debtor.	0.20
06/02/04	Matthew W. Cheney	Review pleadings re background of case.	0.10
06/02/04	Matthew W. Cheney	Conferences with D. Felder re collecting pleadings for due diligence.	0.30
06/02/04	Debra L. Felder	Review docket and various due diligence materials.	3.80
06/03/04	Debra L. Felder	Review numerous pleadings and orders.	3.50
06/04/04	Debra L. Felder	Review docket and numerous pleadings as part of due diligence (8.0); compile materials for R. Frankel and R. Wyron (2.5); conferences with M. Cheney re same (.5).	11.00
06/04/04	Matthew W. Cheney	Conference with R. Frankel, R. Wyron and D. Felder re background pleadings.	0.40
06/04/04	Matthew W. Cheney	Conference with D. Felder re additional pleadings.	0.20
06/04/04	Matthew W. Cheney	Review and respond to correspondence from R. Wyron re PI Committee.	0.30
06/04/04	Roger L. Frankel	Review 10-Q, internal memo in preparation for meeting with D. Austern, CIBC.	0.80

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
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CLIENT: 25369
 MATTER: .0004
 INVOICE: 270679

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/04/04	Richard H. Wyron	Meet with CIBC and review information (.9); follow-up on due diligence checklist (.4); review pleadings (.5); meet with Mr. Austern and follow-up (.8).	2.60
06/06/04	Matthew W. Cheney	Draft correspondence to R. Frankel re pleadings.	0.20
06/07/04	Matthew W. Cheney	Review docket re proposed procedures for PI claims.	2.50
06/07/04	Matthew W. Cheney	Review other pleadings re background of case.	0.80
06/07/04	Matthew W. Cheney	Conference with D. Felder re gathering background materials.	0.20
06/07/04	Debra L. Felder	Review various motions and settlement agreements.	3.00
06/08/04	Matthew W. Cheney	Review pleadings.	0.50
06/08/04	Matthew W. Cheney	Conference with D. Felder re binders for pleadings.	0.10
06/08/04	Roger L. Frankel	Review pleadings in response to case management order.	0.60
06/09/04	Roger L. Frankel	Confer with D. Austern and D. Bernick re overview of Grace (.7); confer with D. Austern re same (.3).	1.00
06/09/04	Roger L. Frankel	Review historical pleadings in response to CMO.	1.20
06/09/04	Richard H. Wyron	Confer with D. Austern and R. Frankel before meeting with D. Bernick (.4); meet with D. Bernick and itemize follow-up (.7).	1.10
06/09/04	Matthew W. Cheney	Conference with D. Felder re pleadings.	0.10
06/09/04	Debra L. Felder	Review various pleadings and orders.	3.50
06/10/04	Debra L. Felder	Conference with M. Cheney re status of case and pending matters (.8); review docket and various pleadings re Sealed Air adversary (4.0).	4.80
06/10/04	Matthew W. Cheney	Review pleadings.	0.70
06/10/04	Matthew W. Cheney	Conferences with D. Felder re pleadings for background due diligence.	0.60
06/10/04	Matthew W. Cheney	Conference with R. Frankel re pleadings.	0.10
06/10/04	Roger L. Frankel	Review ACC, SAC, Equity Committee pleadings re procedure to evaluate asbestos claims.	1.90
06/11/04	Roger L. Frankel	Telephone conversation with D. Austern in preparation for Siegel meeting.	0.20

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
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CLIENT: 25369
 MATTER: .0004
 INVOICE: 270679

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/11/04	Roger L. Frankel	Review motion and exhibits filed by Sealed Air re Judge Wolin in limine standards.	1.40
06/11/04	Roger L. Frankel	Review pleadings binders (.3); telephone conversation with D. Felder re same (.1).	0.40
06/11/04	Debra O. Fullem	Review e-mail from D. Felder with information regarding W.R. Grace v. Sealed Air Corp, Cryovac and Fresenius Medical Care Holdings, Inc. and order copy of concise summary from FDR.	0.40
06/11/04	Richard H. Wyron	Review pleadings on CMO.	0.80
06/12/04	Roger L. Frankel	Review 1st quarter 10-Q and prepare agenda - issues list for meeting with D. Siegel.	1.30
06/13/04	Debra L. Felder	Review and retrieve various pleadings re settlement agreement with Sealed Air and Fresenius.	4.00
06/14/04	Richard H. Wyron	Prepare outline for meeting with Mr. Siegel (.4); review documents for Siegel meeting (.8); meet with Mr. Siegel (1.7); develop follow-up list for Committee meetings (.6).	3.50
06/14/04	Roger L. Frankel	Review agenda, background materials from CIBC in preparation for meeting with D. Siegel.	0.70
06/14/04	Roger L. Frankel	Confer with D. Austern, D. Siegel, J. Friedland, R. Wyron re case overview, status (2.5); confer with D. Austern re same (.4).	2.90
06/14/04	Matthew W. Cheney	Conference with M. Almy re status report and status of case.	0.20
06/14/04	Matthew W. Cheney	Conference with R. Wyron re plan, items to track down and status report.	0.30
06/15/04	Matthew W. Cheney	Conferences with R. Wyron re due diligence items.	0.30
06/15/04	Matthew W. Cheney	Review docket and pleadings re spending motion and appeal re EPA case.	0.90
06/15/04	Matthew W. Cheney	Conference with D. Felder re pleadings.	0.10
06/15/04	Matthew W. Cheney	Review notes re open items.	0.30
06/15/04	Matthew W. Cheney	Conference with D. Felder re status report, and Sealed Air pleadings.	0.60

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
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CLIENT: 25369
 MATTER: .0004
 INVOICE: 270679

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/15/04	Mary A. Wallace	Telephone call with R. Wyron regarding issues in Sealed Air settlement to be researched.	0.20
06/15/04	Richard H. Wyron	Review CMO pleadings.	1.20
06/15/04	Debra L. Felder	Review various pleadings and background information re Sealed Air settlement.	4.50
06/15/04	Debra L. Felder	Conference with M. Cheney re status.	0.50
06/15/04	Roger L. Frankel	Read Grace Informational Brief, related papers.	3.40
06/15/04	Roger L. Frankel	Review files, prepare notes re meetings with various constituencies.	0.40
06/16/04	Roger L. Frankel	Review memo re Sealed Air settlement.	0.40
06/16/04	Roger L. Frankel	Review due diligence list from CIBC.	0.30
06/16/04	Mary A. Wallace	Begin review of pleadings regarding fraudulent conveyance actions (1.4 hours); research and review SEC filings regarding Sealed Air and Fresenius transactions (1 hour); review settlement with Sealed Air (4.7 hours).	7.10
06/16/04	Matthew W. Cheney	Review docket and pleadings.	0.90
06/16/04	Matthew W. Cheney	Draft correspondence to J. Freedland re copies of pleadings.	0.50
06/16/04	Matthew W. Cheney	Review CIBC's due diligence request to debtors.	0.20
06/16/04	Matthew W. Cheney	Review correspondence from J. Freedland re pleadings.	0.10
06/16/04	Matthew W. Cheney	Conference with D. Felder re Sealed Air case.	0.20
06/17/04	Mary A. Wallace	Continue review of settlement agreement with Sealed Air (2.7 hours); research and review SEC filings regarding Fresenius transaction (.7 hours); review exhibits to Sealed Air settlement agreement (1.6 hours); review Sealed Air motion to vacate Wolin's Standards Order (1.1 hours); review settlement agreement regarding termination rights and Sealed Air covenants to support 9019 motion in light of Sealed Air's motion to vacate (.3 hours); meeting with R. Wyron and draft description of termination provisions of settlement agreement and correspond with R. Wyron regarding additional thoughts on termination in view of pleadings (.4 hours).	5.70

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 5

CLIENT: 25369
 MATTER: .0004
 INVOICE: 270679

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/17/04	Roger L. Frankel	Review, consider order extending exclusivity.	0.20
06/17/04	Roger L. Frankel	Telephone conversation with E. Inselbuch re case, meeting (.1); telephone conversation with G. Becker re same (.1); notes re meetings (.3).	0.50
06/17/04	Debra L. Felder	Review docket re motion to sell de minimis assets (.5); review Alltech motion (.4).	0.90
06/17/04	Richard H. Wyron	Review pleadings for status report (.6); confer with D. Austern and R. Frankel, and follow-up (.8); review Sealed Air pleading and agreement analysis from M. Wallace (.6); review first-day pleadings on sales and use of cash (.7).	2.70
06/18/04	Roger L. Frankel	Series of e-mails re due diligence meetings.	0.30
06/18/04	Roger L. Frankel	Telephone conversation with J. Radecki re status of due diligence.	0.20
06/18/04	Roger L. Frankel	Review pleadings re purchase of Alltech, affidavit re same, ADR program, "de minimis" sales.	1.60
06/18/04	Richard H. Wyron	Review pleadings in Sealed Air.	1.10
06/22/04	Matthew W. Cheney	Review status reports filed by parties.	1.10
06/22/04	Richard H. Wyron	Review pleadings on ZAI.	1.10
06/22/04	Roger L. Frankel	Review Status Reports filed by official committees (PI Committee, Commercial Committee w/ex, Equity Committee and Certain Insurers) per Judge Buckwalter's order.	2.40
06/23/04	Roger L. Frankel	Confer with D. Austern due diligence, status reports, open issues re PI claims.	0.60
06/23/04	Roger L. Frankel	Review status reports of PD Committee, Zonolite (ZAI) claimants, Libby claimants.	2.20
06/23/04	Matthew W. Cheney	Conference with R. Wyron and D. Felder re status of due diligence and meetings.	0.20
06/24/04	Richard H. Wyron	Review Zonolite motions.	0.80
06/24/04	Roger L. Frankel	Review status report of Debtor with exhibits.	1.70

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 6

CLIENT: 25369
 MATTER: .0004
 INVOICE: 270679

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/24/04	Roger L. Frankel	Telephone conferences with D. Austern regarding meetings with committees, ZAI group, futures study; notes regarding meetings.	0.40
06/24/04	Debra L. Felder	Review record on appeal.	0.40
06/25/04	Debra L. Felder	Review summary judgment pleadings and Daubert pleadings re Zonolite Attic Insulation claimants.	3.50
06/25/04	Roger L. Frankel	Prepare detailed due diligence outline for work plan, meetings on June 29.	2.40
06/25/04	Richard H. Wyron	Confer with R. Frankel regarding status and review issues listed for 6/29 meeting.	0.90
06/25/04	Matthew W. Cheney	Review status reports of parties.	0.70
06/28/04	Roger L. Frankel	Review Sealed Air settlement agreement, various TDPs while traveling to New York.	1.20
06/28/04	Richard H. Wyron	Review materials for meetings with Committees on 6/29.	2.30
06/29/04	Richard H. Wyron	Confer with R. Frankel regarding meeting with Trade Committee counsel and review of notes (.9); meet with Trade Committee counsel (2.0); confer with R. Frankel regarding meeting with Equity Committee (.4); meet with Equity Committee (1.0); confer with R. Frankel and review notes in preparation for meeting with PI Committee (.8); meet with PI Committee (1.5); call with CIBC on due diligence and follow-up (.4); review confidentiality agreement (1.2); organize notes from meetings with Committees (1.3).	9.50
06/29/04	Debra L. Felder	Review various pleadings re case management orders.	1.00
06/29/04	Roger L. Frankel	Prepare and review notes in preparation for meetings in New York.	0.50
06/29/04	Roger L. Frankel	Confer with R. Wyron in preparation for due diligence meetings.	1.10
06/29/04	Roger L. Frankel	Series of meetings with Kruger, Pasquales (2.0), Bentley, Becker (1.7), Wyron (1.9), Inselbuch, Finch (1.5) including work travel.	7.10
06/29/04	Roger L. Frankel	Prepare notes re due diligence meetings (1.1), begin review of ZAI science pleadings while traveling (.5).	1.60

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 7

CLIENT: 25369
 MATTER: .0004
 INVOICE: 270679

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/29/04	Roger L. Frankel	Confer with R. Wyron while traveling to and at LGA re meetings.	0.80
06/29/04	Roger L. Frankel	Review confidentiality agreement sent to CIBC, marked up by R. Wyron; confer with R. Wyron re same.	0.40
06/30/04	Roger L. Frankel	Telephone conversation with D. Austern re due diligence meetings.	0.30
06/30/04	Richard H. Wyron	Review informational brief filed by Grace.	1.70

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	42.40	\$25,652.00
Mary A. Wallace	\$420.00	13.00	\$5,460.00
Richard H. Wyron	\$510.00	29.30	\$14,943.00
Matthew W. Cheney	\$310.00	13.90	\$4,309.00
Debra L. Felder	\$205.00	44.40	\$9,102.00
Debra O. Fullem	\$175.00	0.40	\$70.00
TOTAL HOURS & FEES		143.40	\$59,536.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	590.25
TOTAL OTHER CHARGES	\$590.25

CURRENT INVOICE DUE.....\$60,126.25

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

TOTAL AMOUNT DUE.....\$60,126.25

FEDERAL IDENTIFICATION
NO. 13-2679676

WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
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NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0004

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270679

INVOICE SUMMARY

TOTAL FEES.....	\$59,536.00
TOTAL OTHER CHARGES.....	\$590.25
TOTAL AMOUNT DUE	\$60,126.25

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No.: 254070116
Account No.: 15076288

Please Note Our Reference and Invoice Numbers When Making Payment

FEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0009

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270682

RE: Retention of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/01/04	Debra O. Fullem	Conference with M. Cheney to discuss employment of firm (.4); review list of parties to check for conflicts (.5); prepare abbreviated list and provide to accounting to begin search (1.0); begin draft of application to employ and declaration in support of same (2.8).	4.70
06/01/04	Roger L. Frankel	Review, note list of interested parties.	0.30
06/01/04	Matthew W. Cheney	Conference with D. Fullem re application and disclosure.	0.20
06/01/04	Matthew W. Cheney	Review conflicts list.	0.20
06/03/04	Matthew W. Cheney	Conference with D. Fullem re status of conflicts search and application.	0.10
06/03/04	Debra O. Fullem	Work on disclosures of conflicts and application to employ.	5.00

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
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CLIENT: 25369
 MATTER: .0009
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/04/04	Debra O. Fullem	Conferences with M. Cheney regarding status of application to employ and R. Frankel affidavit (.4); continue to finalize draft of application to employ and R. Frankel affidavit (2.5); prepare e-mails to firm attorneys' regarding conflict issues and review numerous responses thereto (1.0); insert new information from attorneys on additional disclosures in R. Frankel's affidavit (.8).	4.70
06/04/04	Roger L. Frankel	Confer with R. Wyron re retention issues (.2); notes re same (.1).	0.30
06/04/04	Matthew W. Cheney	Conference with D. Fullem re application and disclosure.	0.20
06/04/04	Matthew W. Cheney	Conference with R. Wyron re application and disclosure.	0.10
06/04/04	Debra L. Felder	Draft notice of appearance and request for documents (.5).	0.50
06/05/04	Matthew W. Cheney	Draft application to employ SBSF and disclosure statement by R. Frankel.	2.90
06/05/04	Matthew W. Cheney	Draft correspondence to R. Wyron enclosing draft application.	0.20
06/06/04	Matthew W. Cheney	Review correspondence from R. Wyron re application.	0.10
06/06/04	Richard H. Wyron	Revise application to employ SBSF as counsel for D. Austern and draft disclosure.	0.80
06/07/04	Richard H. Wyron	Review draft of R. Frankel Declaration and Application to Employ SBSF.	0.90
06/07/04	Matthew W. Cheney	Review R. Wyron's comments to application.	0.20
06/07/04	Matthew W. Cheney	Conference with D. Fullem re status of application.	0.10
06/07/04	Matthew W. Cheney	Revise application to employ SBSF.	0.10
06/07/04	Matthew W. Cheney	Draft notice of appearance.	0.20
06/08/04	Matthew W. Cheney	Revise notice of appearance.	0.10
06/08/04	Matthew W. Cheney	Continue drafting application to employ SBSF and disclosure statement for R. Frankel.	2.00
06/08/04	Matthew W. Cheney	Conferences with D. Fullem re notice list and disclosures.	0.60
06/08/04	Matthew W. Cheney	Conference with R. Wyron re application and disclosures.	0.20

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
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CLIENT: 25369
 MATTER: .0009
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/08/04	Debra O. Fullem	Conference with M. Cheney (.2); review of list from Debtor's counsel and process for conflict reports to accounting (.5); discuss timing with accounting (.2); update M. Cheney (.1); begin review of certain conflict reports (.5); begin initial draft of application to employ and declaration (2.0).	3.50
06/08/04	Debra O. Fullem	Conference with M. Cheney regarding case status, including timing of conflict reports and filing of employment application.	0.50
06/09/04	Richard H. Wyron	Review revised Frankel Declaration (.5); review of SBSF retention papers (.4).	0.90
06/10/04	Debra O. Fullem	Conference with M. Cheney regarding status of application to employ and R. Frankel disclosure; review and discuss status of conflict reports.	0.50
06/10/04	Debra O. Fullem	Continue preparing drafts of application to employ and R. Frankel's declaration in support (2.0); review and revise same per comments from R. Wyron and R. Frankel (1.0); review conflict reports (1.5); numerous follow up calls and e-mails from various attorneys re conflict information to provide in disclosure (.8); conference with R. Wyron and M. Cheney to review status of documents and conflict reports (.5); prepare further edits to documents and follow up on e-mails to unresponded to e-mails (1.0).	6.80
06/10/04	Roger L. Frankel	Review status with R. Wyron, employment issues.	0.20
06/10/04	Matthew W. Cheney	Conference with R. Wyron re application.	0.30
06/10/04	Matthew W. Cheney	Conference with D. Fullem re conflicts search.	0.10
06/10/04	Matthew W. Cheney	Draft application and disclosure.	0.80
06/10/04	Matthew W. Cheney	Conference with R. Wyron and D. Fullem re application.	0.80
06/10/04	Richard H. Wyron	Confer with D. Fullem regarding conflicts reports and follow-up (.9); call to E. Frejka regarding Ryan matter (.4); confer with M. Cheney and follow-up (.3).	1.60
06/11/04	Matthew W. Cheney	Review correspondence from D. Felder and M. Almy re: application to employ SBSF.	0.20
06/11/04	Roger L. Frankel	Review, edit application to retain Swidler, order re same, declaration of R. Frankel under Rule 2014.	0.90

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
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CLIENT: 25369
 MATTER: .0009
 INVOICE: 270682

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/11/04	Roger L. Frankel	Confer with R. Wyron re retention papers.	0.30
06/11/04	Debra O. Fullem	Prepare e-mails and responses to e-mails to and from attorneys for follow up on various conflict reports.	1.00
06/11/04	Debra O. Fullem	Review conflict report on professionals employed in the case.	0.50
06/14/04	Debra O. Fullem	Review conflict reports; prepare follow up e-mails to attorneys as necessary regarding additional information.	1.00
06/14/04	Matthew W. Cheney	Draft correspondence to D. Austern enclosing application to employ SBSF.	0.20
06/14/04	Richard H. Wyron	Review draft retention papers (.4); call to M. Cheney regarding filing and review (.2); call to D. Austern re SBSF application (.1); review Ryan conflict resolution (.2); follow-up on disclosure information (.8); revise R. Frankel declaration (.4).	2.10
06/14/04	Roger L. Frankel	Review, edit revised declaration in support of SBSF application.	0.90
06/15/04	Debra L. Felder	Draft and finalize application to employ Swidler (.8); conference with M. Cheney re same (.2).	1.00
06/15/04	Roger L. Frankel	Review, edit declaration (revised) of Frankel (.5); confer with R. Wyron and B. Direnfeld re declaration (.3).	0.80
06/15/04	Richard H. Wyron	Confer with D. Fullem on final issues (.4); finalize application to employ (.3); finalize Ryan letter on proof of claim (.2).	0.90
06/15/04	Matthew W. Cheney	Conference with R. Wyron and D. Fullem re application and disclosure statement.	0.90
06/15/04	Matthew W. Cheney	Conference with D. Felder re notice of application.	0.10
06/15/04	Matthew W. Cheney	Review and revise notice of application.	0.20
06/15/04	Matthew W. Cheney	Conference with D. Fullem re filing applications.	0.20
06/15/04	Matthew W. Cheney	Conference with R. Wyron and D. Fullem re finalizing application.	0.30
06/15/04	Matthew W. Cheney	Draft correspondence to D. Austern enclosing filed application to employ SBSF.	0.20

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 5

CLIENT: 25369
 MATTER: .0009
 INVOICE: 270682

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/15/04	Debra O. Fullem	Several conferences with R. Wyron and M. Cheney regarding employment application and disclosures (1.2); continue to review and revise application to employ and disclosure of R. Frankel (2.6); prepare notes and follow up on disclosure items and discuss with R. Wyron (1.2); conference with local counsel regarding filing and service of pleadings (.2); review and prepare final of service lists (.5); prepare final notice of appearance and application to employ and related documents and coordinate service of same (1.5).	7.20
06/16/04	Matthew W. Cheney	Review motion for admission pro hac vice.	0.30
06/17/04	Matthew W. Cheney	Review and revise motion for admission pro hac vice.	0.10
06/17/04	Roger L. Frankel	Review insert for Frankel declaration.	0.20
06/17/04	Roger L. Frankel	Review supplemental disclosure.	0.30
06/17/04	Debra L. Felder	Review supplemental declarations of R. Frankel and D. Austern.	0.50
06/17/04	Debra O. Fullem	Review language regarding CIBC from R. Wyron for purposes of updating declaration (.2); discuss with D. Felder (.1); prepare draft supplemental declaration of R. Frankel (1.0).	1.30
06/18/04	Debra O. Fullem	Discussions and coordination of filing and service of supplemental statement of R. Frankel.	0.50
06/21/04	Matthew W. Cheney	Conference with R. Wyron re: correspondence from F. Reich re application.	0.10
06/21/04	Elise Scherr Frejka	Review email from R. Wyron re UST inquiry re SBSF retention (.1); review materials and prepare response re representation of former WR Grace officer (1.3).	1.40
06/21/04	Roger L. Frankel	Review issues, series of e-mails re inquiries from UST re SBSF disclosures.	0.50
06/21/04	Richard H. Wyron	Review updated conflicts system reports (.3); work on response to US Trustee's inquiry (.9); draft email response (.3).	1.50

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 6

CLIENT: 25369
 MATTER: .0009
 INVOICE: 270682

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/22/04	Debra O. Fullem	Finish review of remaining conflict reports from accounting (1.0); prepare summary of same (1.0); review summary with Richard Wyron (.2); prepare emails to attorneys regarding follow up on information in reports (.4).	2.60
06/25/04	Debra O. Fullem	Review and revise pro hac vice motion (.3); discuss with R. Wyron (.1); prepare edits thereto (.1); coordinate signatures by Roger Frankel, Richard Wyron, Matthew Cheney and Jonathan Guy (.2); telephone call to Celeste Hartman re filing and serving of same (.2); review and revise service list to provide notice to core service list (.4).	1.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	4.70	\$2,843.50
Richard H. Wyron	\$510.00	8.70	\$4,437.00
Matthew W. Cheney	\$310.00	12.30	\$3,813.00
Debra L. Felder	\$205.00	2.00	\$410.00
Elise Scherr Frejka	\$410.00	1.40	\$574.00
Debra O. Fullem	\$175.00	41.10	\$7,192.50
TOTAL HOURS & FEES		70.20	\$19,270.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	3,789.00
Postage	889.35
TOTAL OTHER CHARGES	\$4,678.35

CURRENT INVOICE DUE.....\$23,948.35

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

TOTAL AMOUNT DUE.....\$23,948.35

FEDERAL IDENTIFICATION
No. 13-2679676

WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0009

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270682

INVOICE SUMMARY

TOTAL FEES.....	\$19,270.00
TOTAL OTHER CHARGES.....	\$4,678.35
TOTAL AMOUNT DUE	\$23,948.35

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No.: 254070116
Account No.: 15076288

Please Note Our Reference and Invoice Numbers When Making Payment

FEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 07/31/04
INVOICE NUMBER: 270683

CLIENT/CASE: 25369.0010

RE: Retention of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/04/04	Matthew W. Cheney	Draft correspondence to J. Brownstein re conflicts search.	0.20
06/04/04	Matthew W. Cheney	Conference with D. Felder re application for CIBC.	0.10
06/04/04	Debra L. Felder	Draft and revise 2014 statement for D. Austern (2.5).	2.50
06/04/04	Roger L. Frankel	Confer with D. Austern, CIBC re possible retention.	1.50
06/08/04	Debra L. Felder	Begin drafting application to employ CIBC World Markets Corp. as financial advisor.	1.80
06/10/04	Matthew W. Cheney	Conference with D. Felder re application for CIBC.	0.10
06/10/04	Matthew W. Cheney	Conference with M. Almy re application for CIBC.	0.20
06/10/04	Matthew W. Cheney	Telephone conferences with J. Brownstein re application and retention letter.	0.50
06/10/04	Matthew W. Cheney	Draft correspondence to J. Phillips re application for employment.	0.10
06/10/04	Monique D. Almy	Meet with R. Wyron re engagement of CIBC.	0.20
06/10/04	Monique D. Almy	Make calls to CIBC/Brownstein re their engagement.	0.30
06/10/04	Monique D. Almy	Work on CIBC engagement letter.	0.20

David Austern, FCR (for W.R. Grace & Co.)
07/31/04
Page 2

CLIENT: 25369
MATTER: .0010
INVOICE: 270683

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/10/04	Monique D. Almy	Work on CIBC retention pleadings.	0.80
06/11/04	Monique D. Almy	Work on CIBC retention pleadings.	1.80
06/11/04	Monique D. Almy	Call to Jon Brownstein.	0.20
06/11/04	Debra L. Felder	Continue drafting application to employ CIBC (3.0); conference with M. Almy re same (.3).	3.30
06/14/04	Debra L. Felder	Revise application to employ CIBC.	1.00
06/14/04	Monique D. Almy	Edit Application to Employ and Order/CIBC.	0.60
06/15/04	Debra L. Felder	Revise application to employ CIBC.	0.80
06/15/04	Roger L. Frankel	Review engagement letters.	0.40
06/16/04	Debra L. Felder	Revise application to employ CIBC (2.0); conference with M. Cheney re same (.7); review Radecki declaration (.5); telephone conferences with J. Brownstein re same (.3).	3.50
06/16/04	Richard H. Wyron	Review and revise CIBC engagement letter and FCR's application to employ (1.8); review and revise 2014 supplemental statements for R. Frankel and D. Austern (.9).	2.70
06/16/04	Matthew W. Cheney	Telephone conferences with J. Brownstein re CIBC application.	0.70
06/16/04	Matthew W. Cheney	Conferences with D. Felder re CIBC application.	0.30
06/16/04	Matthew W. Cheney	Review and respond to correspondence from R. Wyron and M. Almy re CIBC application.	0.10
06/16/04	Matthew W. Cheney	Review and revise application to employ CIBC, retention letter and Radecki declaration.	1.90
06/16/04	Matthew W. Cheney	Draft correspondence to M. Almy re retention letter.	0.10
06/16/04	Matthew W. Cheney	Conference with R. Wyron re retention letter.	0.30
06/17/04	Matthew W. Cheney	Conference with R. Wyron re CIBC retention letter.	0.10
06/17/04	Matthew W. Cheney	Conference with D. Felder re CIBC retention letter.	0.10
06/17/04	Matthew W. Cheney	Review correspondence from J. Brownstein and R. Wyron re application and retention letter.	0.20
06/17/04	Monique D. Almy	Review Radecki Affidavit.	0.20

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 3

CLIENT: 25369
 MATTER: .0010
 INVOICE: 270683

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/17/04	Richard H. Wyron	Review CIBC application and disclosure (.8); revise R. Frankel and D. Austern 2014 supplemental declarations (.4).	1.20
06/17/04	Roger L. Frankel	Review insert for David Austern supplemental declaration.	0.10
06/17/04	Debra O. Fullem	Review langage from R. Wyron regarding CIBC to insert into Mr. Radecki's declaration; discuss with D. Felder.	0.50
06/17/04	Debra O. Fullem	Discussions with R. Wyron, M. Cheney and D. Felder regarding CIBC employment.	0.50
06/17/04	Debra L. Felder	Conference with R. Wyron re application to employ CIBC (.2); revise same (1.0); telephone conferences with J. Brownstein re same (.7); review Radecki declaration and suggest revisions re same (1.5).	3.40
06/18/04	Debra L. Felder	Telephone conference with R. Meade re filing application to employ CIBC and supplemental declarations.	0.30
06/18/04	Debra O. Fullem	Discussions and coordination of filings of CIBC employment and supplemental statement of David Austern.	1.00
06/22/04	Richard H. Wyron	Review engagement letters and confidentiality issues.	0.40

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$430.00	4.30	\$1,849.00
Roger L. Frankel	\$605.00	2.00	\$1,210.00
Richard H. Wyron	\$510.00	4.30	\$2,193.00
Matthew W. Cheney	\$310.00	5.00	\$1,550.00
Debra L. Felder	\$205.00	16.60	\$3,403.00
Debra O. Fullem	\$175.00	2.00	\$350.00
TOTAL HOURS & FEES		34.20	\$10,555.00

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 4

CLIENT: 25369
 MATTER: .0010
 INVOICE: 270683

OTHER CHARGES	AMOUNT
Photocopy & Printing	3,362.40
Postage	1,238.35
TOTAL OTHER CHARGES	\$4,600.75

CURRENT INVOICE DUE.....\$15,155.75

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

TOTAL AMOUNT DUE.....\$15,155.75

FEDERAL IDENTIFICATION
No. 13-2679676

WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
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405 LEXINGTON AVENUE
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FACSIMILE (212) 891-9598

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0010

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270683

INVOICE SUMMARY

TOTAL FEES.....	\$10,555.00
TOTAL OTHER CHARGES	\$4,600.75
TOTAL AMOUNT DUE	\$15,155.75

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No.: 254070116
Account No.: 15076288

Please Note Our Reference and Invoice Numbers When Making Payment

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3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0006

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270680

RE: Insurance Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/01/04	Roger L. Frankel	Review with M. Plumer and B. Direnfeld staffing and issues re insurance coverage.	0.30
06/22/04	Roger L. Frankel	Review M. Plumer availability; e-mail to Siegel re insurance due diligence.	0.20
06/25/04	Roger L. Frankel	Review insurance project issues with M. Plumer, portions of SEC filings regarding insurance, claims.	0.40
06/25/04	Scott J. Levitt	Office telephone conference with Mr. Plumer re case overview (.2); review and analyze Grace's 10-K and 10-Q (1.5); research on Mealey's re Grace's coverage actions (1.6).	3.30
06/25/04	Mark J. Plumer	Telephone conference with Jay Hughes (W.R. Grace) to set up 6/30 meeting (.2); follow-up with Mr. Levitt re preparation for same (.3).	0.50
06/28/04	Mark J. Plumer	Review background financial documents in preparation for 6/9 telephone conference re insurance issues.	1.10
06/28/04	Scott J. Levitt	Research Grace's asbestos coverage actions (1.7); draft memorandum re same (1.6); office conference with Ms. Wrathall re same (.2).	3.50

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 2

CLIENT: 25369
 MATTER: .0006
 INVOICE: 270680

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/29/04	Scott J. Levitt	Prepare outline for telephone conference with Jay Hughes (1.6); research history of Grace's coverage actions (2.5); draft memorandum re same (1.1).	5.20
06/29/04	Meghan R. Wrathall	Electronic research and review of documents on Mealeys for Mr. Levitt re preparation of materials for conference call.	5.00
06/30/04	Mark J. Plumer	Office conference with Mr. Levitt in preparation for telephone conference call with W.R. Grace re status of insurance recovery (.3); telephone conference with W.R. Grace risk manager, et al., re remaining insurance asset and historic insurance recovery efforts bearing upon residual coverage (1.0).	1.30
06/30/04	Scott J. Levitt	Office conference with Mr. Plumer re Grace's asbestos coverage and litigation (.3); telephone conference with W.R. Grace (1.0); draft memorandum re same (2.5); review and analyze 10-K and reported court decisions involving Grace (3.5).	7.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	0.90	\$544.50
Mark J. Plumer	\$520.00	2.90	\$1,508.00
Scott J. Levitt	\$355.00	19.30	\$6,851.50
Meghan R. Wrathall	\$125.00	5.00	\$625.00
TOTAL HOURS & FEES		28.10	\$9,529.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$9,529.00

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

TOTAL AMOUNT DUE.....\$9,529.00

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3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0006

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270680

INVOICE SUMMARY

TOTAL FEES.....	\$9,529.00
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$9,529.00

REMITTANCE INFORMATION:

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Swidler Berlin Shereff Friedman, LLP
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Washington, DC 20027-3766

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Account Title: Swidler Berlin Shereff Friedman, LLP
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3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0007

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270681

RE: Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/01/04	Mykhaylo A. Gryzlov	Research regarding decisions by Judge Buckwalter re asbestos or bankruptcy issues (1.0); draft multiple e-mails to R. Wyron regarding the foregoing (.3).	1.30
06/01/04	Mykhaylo A. Gryzlov	Research regarding professional history of Judge Buckwalter and standing case management orders; draft e-mail to R. Wyron regarding the foregoing.	0.40
06/11/04	Roger L. Frankel	Review, consider J. Buckwalter memorandum and order re status reports.	0.30
06/16/04	Matthew W. Cheney	Conference with D. Felder re status report.	0.10
06/16/04	Debra L. Felder	Review pleadings re Judge Wolin's July 29, 2002 solvency opinion and motion to vacate same (1.0); draft e-mail summary re same (.5); begin drafting status report pursuant to June 8, 2004 Order (3.5).	5.00
06/17/04	Debra L. Felder	Conference with M. Almy and M. Cheney re status report (.2); revise same (1.3); telephone conference with D. Carickhoff re motion to vacate Judge Wolin's July 29, 2002 opinion (.2); review motion and draft summary e-mail re same (.7).	2.40

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 2

CLIENT: 25369
 MATTER: .0007
 INVOICE: 270681

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS	
06/17/04	Richard H. Wyron	Review and revise draft status report.	1.20	
06/17/04	Matthew W. Cheney	Review and revise status report.	0.70	
06/17/04	Matthew W. Cheney	Conference with D. Felder re status report.	0.10	
06/18/04	Roger L. Frankel	Review, revise status report for J. Buckwalter.	0.40	
06/21/04	Roger L. Frankel	Review issues re Sealed Air motion to vacate.	0.30	
06/21/04	Roger L. Frankel	Review, revise status report to J. Buckwalter.	0.30	
06/21/04	Roger L. Frankel	Review protective opposition to Sealed Air motion.	0.30	
06/21/04	Debra O. Fullem	Review status report by David Austern to be filed with Court and e-mail to Celeste Hartman regarding same.	0.10	
06/21/04	Richard H. Wyron	Revise and fianlize status report (1.3); call to D. Austern (.2); follow-up on finalizing report (.6).	2.10	
06/25/04	Roger L. Frankel	Confer with R. Wyron regarding status reports.	0.30	
06/26/04	Roger L. Frankel	Review overall issues per status reports.	0.50	
06/29/04	Matthew W. Cheney	Conference with D. Felder re Scott Company motion.	0.10	
06/29/04	Matthew W. Cheney	Review correspondence from R. Wyron re Scott Company motion.	0.10	
06/30/04	Matthew W. Cheney	Conference with D. Felder re Scott Company motion.	0.10	
06/30/04	Matthew W. Cheney	Review correspondence from D. Felder re motion.	0.20	
06/30/04	Matthew W. Cheney	Review correspondence from J. Phillips and R. Frankel re motion.	0.20	
06/30/04	Roger L. Frankel	Review pleadings, exhibits filed by Scott Company to enforce preliminary injunction.	0.60	
06/30/04	Roger L. Frankel	Review memo re Scott motion (.3); review ACC objection (.5); e-mails re same (.1).	0.90	
06/30/04	Debra L. Felder	Review pleadings and exhibits re motion to enforce stay (1.2); draft e-mail summary re same (.8).	2.00	
SERVICES PERFORMED BY:		RATE	HOURS	AMOUNT
Roger L. Frankel		\$605.00	3.90	\$2,359.50

David Austern, FCR (for W.R. Grace & Co.)
 07/31/04
 Page 3

CLIENT: 25369
 MATTER: .0007
 INVOICE: 270681

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$510.00	3.30	\$1,683.00
Matthew W. Cheney	\$310.00	1.60	\$496.00
Debra L. Felder	\$205.00	9.40	\$1,927.00
Mykhaylo A. Gryzlov	\$230.00	1.70	\$391.00
Debra O. Fullem	\$175.00	0.10	\$17.50
TOTAL HOURS & FEES		20.00	\$6,874.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$6,874.00

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

TOTAL AMOUNT DUE.....\$6,874.00

WASHINGTON, DC OFFICE
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3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0007

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270681

INVOICE SUMMARY

TOTAL FEES.....	\$6,874.00
TOTAL OTHER CHARGES.....	\$0.00
TOTAL AMOUNT DUE	\$6,874.00

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

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Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No.: 254070116
Account No.: 15076288

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0011

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270684

RE: Compensation of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/10/04	Matthew W. Cheney	Telephone conference with S. Bossay's office re fee auditor's guidelines.	0.20
06/11/04	Debra L. Felder	Telephone conference with fee auditor re guidelines for fee applications.	0.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Matthew W. Cheney	\$310.00	0.20	\$62.00
Debra L. Felder	\$205.00	0.30	\$61.50
TOTAL HOURS & FEES		0.50	\$123.50

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$123.50

David Austern, FCR (for W.R. Grace & Co.)
07/31/04
Page 2

CLIENT: 25369
MATTER: .0011
INVOICE: 270684

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00
TOTAL AMOUNT DUE.....\$123.50

FEDERAL IDENTIFICATION
NO. 13-2679676

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270684

OUR REFERENCE: 25369.0011

INVOICE SUMMARY

TOTAL FEES.....\$123.50
TOTAL OTHER CHARGES.....\$0.00
TOTAL AMOUNT DUE\$123.50

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
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Account No.: 15076288

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FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.,)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0014

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270685

RE: Travel Time (Non-Working)

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/28/04	Roger L. Frankel	Non-working travel to New York for meetings with Committee counsel.	1.00

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	1.00	\$605.00
TOTAL HOURS & FEES		1.00	\$605.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$605.00

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

TOTAL AMOUNT DUE.....\$605.00

FEDERAL IDENTIFICATION
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OUR REFERENCE: 25369.0014

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270685

INVOICE SUMMARY

TOTAL FEES.....	\$605.00
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$605.00

REMITTANCE INFORMATION:

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Washington, DC 20027-3766

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CLIENT/CASE: 25369.0015

INVOICE DATE: 07/31/04
 INVOICE NUMBER: 270686

RE: FCR Retention Appeals

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/15/04	Matthew W. Cheney	Review docket re appeal of FCR order.	0.40
06/15/04	Matthew W. Cheney	Draft correspondence to D. Austern re appeal.	0.40
06/15/04	Richard H. Wyron	Review pleadings on appeal of FCR order.	0.90
06/17/04	Monique D. Almy	Review Notice of Appeals filed by Federal Insurance Company, Royal and SunAlliance and designation of record.	0.20
06/22/04	Roger L. Frankel	Review docket entries (.2); review appeal issue filed by Property Committee (.1).	0.30
06/25/04	Matthew W. Cheney	Review correspondence from R. Wyron and D. Felder re appeal of FCR order.	0.10
06/25/04	Matthew W. Cheney	Conference with D. Felder re record on appeal.	0.10

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$430.00	0.20	\$86.00
Roger L. Frankel	\$605.00	0.30	\$181.50

David Austern, FCR (for W.R. Grace & Co.)
07/31/04
Page 2

CLIENT: 25369
MATTER: .0015
INVOICE: 270686

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$510.00	0.90	\$459.00
Matthew W. Cheney	\$310.00	1.00	\$310.00
TOTAL HOURS & FEES		2.40	\$1,036.50

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$1,036.50

PREVIOUS BALANCE (Breakdown attached if applicable).....\$0.00

TOTAL AMOUNT DUE.....\$1,036.50

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OUR REFERENCE: 25369.0015

INVOICE DATE: 07/31/04
INVOICE NUMBER: 270686

INVOICE SUMMARY

TOTAL FEES.....	\$1,036.50
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$1,036.50

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CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on September 29, 2004, I caused the *Notice, Cover Sheet to Second Monthly Interim Application of Swidler Berlin Shereff Friedman, LLP, Bankruptcy Counsel to David T. Austern, Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period June 1, 2004 through June 30, 2004, Verification and Exhibit A*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.

Under penalty of perjury, I certify the foregoing to be true and correct.



Debra O. Fullem, Senior Legal Assistant
Swidler Berlin Shereff Friedman, LLP

SERVICE LIST

Federal Express

Laura Davis Jones, Esquire
David W. Carickhoff, Jr., Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Regular Mail

Vito I. DiMaio
Parcels, Inc.
10th & King Streets
P.O. Box 27
Wilmington, DE 19899

Federal Express

Frank J. Perch, Esquire
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844 King Street, Room 2311
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(Counsel for Property Damage Claimants)

Theodore Tacconelli, Esquire

Ferry & Joseph, P.A.

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Teresa K.D. Currier, Esquire

Klett Rooney Lieber & Schorling

E-mail: james_kapp@chicago.kirkland.com

(Counsel to Debtor)

James H.M. Sprayregen, P.C.

James Kapp, III, Esquire

Kirkland & Ellis

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Elihu Inselbuch, Esquire

Caplin & Drysdale, Chartered

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(Official Committee of Unsecured Creditors)

Lewis Kruger, Esquire

Stroock & Stroock & Lavan LLP

E-mail: jsakalo@bilzin.com

(Official Committee of Property Damage Claimants)

Scott L. Baena, Esquire

Bilzin Sumberg Dunn Baena Price & Axelrod LLP

E-mail: david.heller@lw.com and carol.hennessey@lw.com

(Counsel to DIP Lender)

J. Douglas Bacon, Esquire

Latham & Watkins

E-mail: pbentley@kramerlevin.com

(Counsel to Official Committee of Equity Holders)

Philip Bentley, Esquire

Kramer Levin Naftalis & Frankel LLP